

KERNEL HOLDING S.A.

Société anonyme

Registered office: 19, rue de Bitbourg

L-1273 Luxembourg

R.C.S. Luxembourg: B 109.173

(the "Company")

**Annual General Meeting of Shareholders of the Company
held on 10 December 2014**

In the year two thousand and fourteen, on the tenth of December, is held the annual general meeting of shareholders (the "**General Meeting**") of the company "**KERNEL HOLDING S.A.**", a *société anonyme*, having its registered office at 19, rue de Bitbourg, L-1273 Luxembourg, registered with the Luxembourg Trade and Companies' Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B 109.173, incorporated pursuant to a notarial deed of Jean Seckler dated 15 June 2005, published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1261 of 24 November 2005.

The General Meeting is declared open at 3 p.m. with Max Kremer, *Avocat à la Cour*, residing professionally in Luxembourg, in the chair of chairman, who appointed as secretary Sandrine Maisto private employee, residing professionally in Luxembourg.

The General Meeting appoints as scrutineer Liudmila Gorodnikova *Avocate* professionally in Luxembourg.

The board of the General Meeting having thus been constituted, the chairman declares and the General Meeting agrees that:

I. The General Meeting has been convened by convening notice, containing the agenda and published in accordance with the rules of the law of 24 May 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders of listed companies in:

- in the *Mémorial C, Recueil des Sociétés et Associations* number 2794 of 10 November 2014;
- in the *Tageblatt* of 10 November 2014;
- on the website of the Luxembourg stock exchange as of 10 November 2014;
- on the website of the group of the Company (www.kernel.ua) as of 10 November 2014;

as it appears from the copies presented to the General Meeting.

II. All the members of the board of directors have been convened to the General Meeting by registered mail sent to them and to the independent auditor (*réviseur d'entreprises*).

III. All the shareholders present or represented, together with the number of their shares, are shown on an attendance list attached to these minutes and duly signed by the shareholders present and/or their duly appointed representatives and the board of the General Meeting.

IV. 44 694 053 shares out of a total of 79,683,410 shares in circulation are present or represented at the General Meeting.

V. From then on the General Meeting is duly constituted and can therefore validly deliberate on the following agenda:

AGENDA

1. Presentation and approval of the management report of the board of directors and the report of the independent auditor of the Company;
2. Approval of the Consolidated Financial Statements of the Company for the financial year ended on 30 June 2014;
3. Approval of the Parent Company's Annual Accounts (unconsolidated) for the financial year ended on 30 June 2014;
4. Appropriation of results for the financial year ended on 30 June 2014;
5. Granting discharge to the directors of the Company;
6. Renewal of the mandate of Andrzej Danilczuk as independent director of the board of directors of the Company;
7. Renewal of the mandate of Ton Schurink as independent director of the board of directors of the Company;
8. Renewal of the mandate of Sergei Shibaev as independent director of the board of directors of the Company;
9. Renewal of the mandate of Anastasiia Usachova as director of the board of directors of the Company;
10. Renewal of the mandate of Viktoriia Lukianenko as director of the board of directors of the Company;
11. Renewal of the mandate of Yuriy Kovalchuk as director of the board of directors of the Company;
12. Renewal of the mandate of Kostiantyn Lytvynskyi as director of the board of directors of the Company;
13. Approval of the remuneration of independent directors of the board of directors of the Company;
14. Approval of the remuneration of executive directors of the board of directors of the Company;

15. Granting discharge to the independent auditor of the Company for the financial year ended on 30 June 2014; and
16. Renewal of the mandate of Deloitte Audit, a *société à responsabilité limitée*, having its registered office at 560, rue du Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 67 895, as independent auditor of the Company in respect to the audit of the consolidated and unconsolidated annual accounts of the Company for a one-year term mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2015.

After deliberation the General Meeting takes the following resolutions:

FIRST RESOLUTION

The General Meeting, after having reviewed the management report of the board of directors of the Company and the report of the independent auditor of the Company, approves these reports.

This resolution has been adopted by a majority of 44,663,726 votes in favor, 0 votes against, 30,327 votes abstained.

SECOND RESOLUTION

The General Meeting, after having reviewed the management report of the board of directors of the Company and the report of the independent auditor of the Company, approves in their entirety the Consolidated Financial Statements of the Company for the financial year ended on 30 June 2014, with a resulting consolidated net loss attributable to equity holders of the Company of ninety eight million three hundred six thousand US dollars (USD 98,306,000.-).

This resolution has been adopted by a majority of 44,663,726 votes in favor, 0 votes against, 30,327 votes abstained.

THIRD RESOLUTION

The General Meeting, after having reviewed the management report of the board of directors and the report of the independent auditor of the Company, approves in their entirety the Parent Company's annual accounts (unconsolidated) for the financial year ended on 30 June 2014.

This resolution has been adopted by a majority of 44,663,726 votes in favor, 0 votes against, 30,327 votes abstained.

FOURTH RESOLUTION

The General Meeting approves the proposal of the board of directors to (i) carry forward the net loss of the Parent Company annual accounts (non-consolidated) of seventy million thirty-two thousand nine hundred fifty-five US dollars and thirty-three cents (USD 70,032,955.33-) and (ii) after allocation to the legal reserve of the Company, to declare a dividend at twenty-five cents per ordinary share (USD 0,25.-) for the financial year ended on 30 June 2014. The general meeting delegates to the board of directors to set up record and payment dates for the dividends distribution.

This resolution has been adopted by a majority of 40,194,053 votes in favor, 0 votes against, 4,500,000 votes abstained.

FIFTH RESOLUTION

The General Meeting decides to grant discharge to the directors of the Company for their management duties and the exercise of their mandates in the course of the financial year ended on 30 June 2014.

This resolution has been adopted by a majority of 44,663,726 votes in favor, 0 votes against, 30,327 votes abstained.

SIXTH RESOLUTION

The General Meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mr. Andrzej Danilczuk for a one year term, decides to renew the mandates of Mr. Andrzej Danilczuk for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 40,194,053 votes in favor, 0 votes against, 4,500,000 votes abstained.

SEVENTH RESOLUTION

The general meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mr. Ton Schurink for a one year term, decides to renew the mandates of Mr. Ton Schurink for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 39,947,501 votes in favor, 246,552 votes against, 4,500,000 votes abstained.

EIGHTH RESOLUTION

The general meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mr. Sergei Shibaev for a one year term, decides to renew the mandates of Mr. Sergei Shibaev for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 39,947,501 votes in favor, 0 votes against, 4,746,552 votes abstained.

NINTH RESOLUTION

The general meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mrs. Anastasiia Usachova for a one year term, decides to renew the mandates of Mrs. Anastasiia Usachova for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 40,114,653 votes in favor, 79,400 votes against, 4,500,000 votes abstained.

TENTH RESOLUTION

The general meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mrs. Viktoriia Lukianenko for a one year term, decides to renew the mandates of Mrs. Viktoriia Lukianenko for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 40,194,053 votes in favor, 0 votes against, 4,500,000 votes abstained.

ELEVENTH RESOLUTION

The general meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mr. Yuriy Kovalchuk for a one year term, decides to renew the mandates of Mr. Yuriy Kovalchuk for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 40,194,053 votes in favor, 0 votes against, 4,500,000 votes abstained.

TWELFTH RESOLUTION

The general meeting, having acknowledged the end of the mandates of directors and in consideration of the proposal to reappoint Mr. Kostiantyn Lytvynskyi for a one year term, decides to renew the mandates of Mr. Kostiantyn Lytvynskyi for a one-year term mandate, which shall terminate on the date of the general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 40,114,043 votes in favor, 80,010 votes against, 4,500,000 votes abstained.

THIRTEENTH RESOLUTION

The general meeting, having acknowledged that fees (*tantiemes*) paid to the independent directors for their previous term in office amounted in total to two hundred fifteen thousand US dollars (USD 215,000.-), approves the independent directors' fees for the new one-year mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2015, for a total gross annual amount of two hundred fifteen thousand US dollars (USD 215,000.-).

This resolution has been adopted by a majority of 40,194,053 votes in favor, 0 votes against, 4,500,000 votes abstained.

FOURTEENTH RESOLUTION

The general meeting, having acknowledged that fees (*tantiemes*) paid to the executive directors for their previous term as members of the board of directors amounted in total to fifty thousand US dollars (USD 50,000.-), approves the executive directors' fees for the new one-year mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2015, for a total gross annual amount of two hundred fifty thousand US dollars (USD 250,000.-) including two hundred thousand US dollars (USD 200,000.-) to be paid to the chairman of the board of directors.

This resolution has been adopted by a majority of 40,194,053 votes in favor, 0 votes against, 4,500,000 votes abstained.

FIFTEENTH RESOLUTION

The general meeting grants discharge to the independent auditor of the Company, Deloitte Audit, a *société à responsabilité limitée*, having its registered office at 560, rue du Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 67 895 for the financial year ended on 30 June 2014.

This resolution has been adopted by a majority of 44,663,726 votes in favor, 0 votes against, 30,327 votes abstained.

SIXTEENTH RESOLUTION

The general meeting, following proposal by the board of directors to reappoint Deloitte Audit, a *société à responsabilité limitée*, having its registered office at 560, rue du Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 67 895 as independent auditor of the Company, resolves to reappoint Deloitte Audit, a *société à responsabilité limitée*, having its registered office at 560, rue du Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 67 895 as independent auditor of the Company for a one-year term mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2015.

This resolution has been adopted by a majority of 44,417,174 votes in favor, 0 votes against, 276,879 votes abstained.

There being no further business, the General Meeting closes at 4.50 p.m..

These minutes are adopted on the date indicated above by the chairman, the secretary and the scrutineer of the General Meeting and as evidence thereof are signed by them.



Chairman:
Max Kremer



Secretary:
Sandrine Maisto



Scrutineer:
Liudmila Gorodnikova